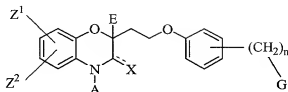


WHAT IS CLAIMED IS:

1. A compound of Formula (I):

**I**

5 or an optical isomer, enantiomer, diastereomer, racemate or racemic mixture thereof, ester, prodrug form, or a pharmaceutically acceptable salt thereof, wherein

A is selected from aryl, heterocyclyl, and C₁-C₁₀ alkyl,
 10 said aryl, heterocyclyl, and C₁-C₁₀ alkyl being optionally substituted with one or more members selected from the group consisting of halogen, OH, aryl, C₁-C₆ cycloalkyl, C₁-C₁₀ alkyl substituted with a halogen, C₁-C₁₀ alkyl ether, heterocyclyl, carbonyl, oxime, -N(R¹)(SO₂R), -C(NNR³R⁴)R¹,
 15 -COOR¹, -CONR³R², -OC(O)R¹, -OC(O)OR¹, -OC(O)NR¹R², -NR¹R², -NR³C(O)R¹, -NR³C(O)OR¹, and -NR³C(O)NR¹R², wherein

R is selected from C₁-C₆ alkyl, trifluoromethyl, phenyl, and substituted phenyl;

20 R¹ and R² are independently selected from hydrogen, C₁-C₁₀ alkyl, aryl, heterocyclyl, and alkylaryl, or R¹ and R² may be taken together to form a 5- to 10-member ring; and

25 R³ and R⁴ are independently selected from hydrogen, C₁-C₁₀ alkyl, aryl, heterocyclyl, alkylaryl, -C(O)R¹, or -C(O)NR¹R²;

Z¹ is selected from hydrogen, C₁-C₆ alkyl, aryl, heterocyclyl, COOR¹, CONR³R², OH, C₁-C₆ alkyl ether, -
 30 OC(O)R¹, -OC(O)OR¹, -OC(O)NR¹R², -NR¹R², -NR³C(O)R¹, -

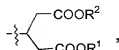
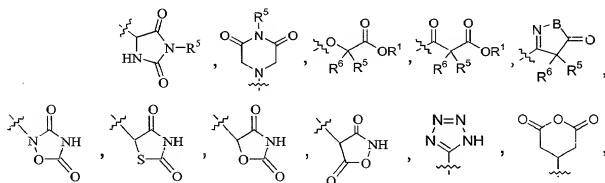
$\text{NR}^3\text{C}(\text{O})\text{OR}^1$, $-\text{NR}^3\text{C}(\text{O})\text{NR}^1\text{R}^2$, halogen, $-\text{C}(\text{O})\text{R}^1$, $-\text{C}(\text{NR}^3)\text{R}^1$, $-\text{C}(\text{NOR}^3)\text{R}^1$, and $-\text{C}(\text{NNR}^3\text{R}^4)\text{R}^1$;

Z^2 is selected from hydrogen, halogen, $\text{C}_1\text{-C}_6$ alkyl;

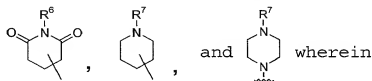
Z^1 and Z^2 may together form a fused aromatic ring;

n is an integer from 0 to 3;

- 10 G is selected from $-\text{COOR}^1$, $-\text{C}(\text{O})\text{COOR}^1$, $-\text{CONR}^1\text{R}^2$, $-\text{CF}_3$, $-\text{P}(\text{O})(\text{OR}^1)(\text{OR}^2)$, $-\text{S-R}^8$, $-\text{O-R}^8$,



R^5 and R^6 are independently hydrogen or $\text{C}_1\text{-C}_6$ alkyl;

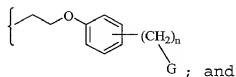


R^7 is hydrogen, $\text{C}_1\text{-C}_6$ alkyl, or $-\text{C}(\text{O})\text{R}^5$;

R^8 is selected from the group consisting of hydrogen, $\text{C}_1\text{-C}_6$ alkyl, and substituted $\text{C}_1\text{-C}_6$ alkyl; and

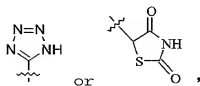
B is oxygen or $-\text{NR}^5$;

E is selected from hydrogen, C₁-C₆ alkyl and a moiety of the formula

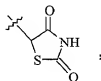


- 5 X is hydrogen or oxygen, with the proviso that

when E is hydrogen and G is -COOH, -COOCH₃, or a moiety of the formula of



- 10 A is selected from the group consisting of aryl, heterocyclyl, substituted C₁-C₆ alkyl and C₇-C₁₀ alkyl, provided that when X is hydrogen, n is 1 and G is a moiety of the formula of



- 15 A is selected from the group consisting of heterocyclyl, and C₇-C₁₀ alkyl.

2. A compound of Claim 1 wherein

- 20 A is selected from aryl, heterocyclyl, and C₁-C₁₀ alkyl, said aryl, heterocyclyl, and C₁-C₁₀ alkyl being optionally substituted with one or more members selected from the group consisting of halogen, OH, aryl, C₁-C₆ cycloalkyl, C₁-C₁₀ alkyl substituted with a halogen, C₁-C₁₀ alkyl ether, 25 heterocyclyl, carbonyl, oxime, -C(NNR¹R⁴)R¹, -COOR¹, -CONR¹R², -OC(O)R¹, -OC(O)OR¹, -OC(O)NR¹R², -NR¹R², -NR¹C(O)R¹, -NR¹C(O)OR¹, and -NR¹C(O)NR¹R², wherein

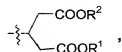
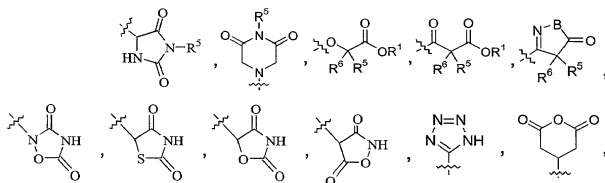
R^1 and R^2 are independently selected from hydrogen, C_1 - C_{10} alkyl, aryl, heterocyclyl, and alkylaryl, or R^1 and R^2 may be taken together to form a 5- to 10-

5 member ring; and

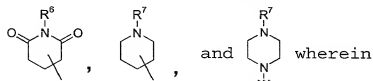
R^3 and R^4 are independently selected from hydrogen, C_1 - C_{10} alkyl, aryl, heterocyclyl, alkylaryl, $-C(O)R^1$, or $-C(O)NR^1R^2$;

10 and

G is selected from $-COOR^1$, $-C(O)COOR^1$, $-CONR^1R^2$, $-CF_3$, $-P(O)(OR^1)(OR^2)$, $-S-R^8$,



15 R^5 and R^6 are independently hydrogen or C_1 - C_6 alkyl;



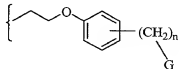
R^7 is hydrogen, C_1 - C_6 alkyl, or $-C(O)R^5$;

R^8 is selected from the group consisting of hydrogen, C_1 - C_6 alkyl, and substituted C_1 - C_6 alkyl; and

B is oxygen or -NR^5 .

3. A compound of Claim 1 wherein X is oxygen.

5 4. A compound of Claim 1 wherein E is $\text{C}_1\text{-C}_6$ alkyl or a moiety of the formula



wherein G and n are as claimed in Claim 1.

10 5. A compound of Claim 1 wherein A is optionally substituted $\text{C}_1\text{-C}_6$ alkyl or optionally substituted aryl.

6. A compound of Claim 5 wherein A is substituted $\text{C}_1\text{-C}_6$ alkyl and G is -COOH or -COOCH_3 .

15 7. A compound of Claim 1 wherein

A is optionally substituted $\text{C}_1\text{-C}_6$ alkyl or optionally substituted aryl;



20 X is oxygen; and

G is selected from -COOR^1 , $\text{-CONR}^1\text{R}^2$, -CF_3 , -N=N-NH , $\text{-P(O)(OR}^1\text{)(OR}^2\text{)}$, -S-R^8 , -O-R^8 , and $\text{-N(CH}_2\text{)}_4\text{N-C(=O)-R}^9$.

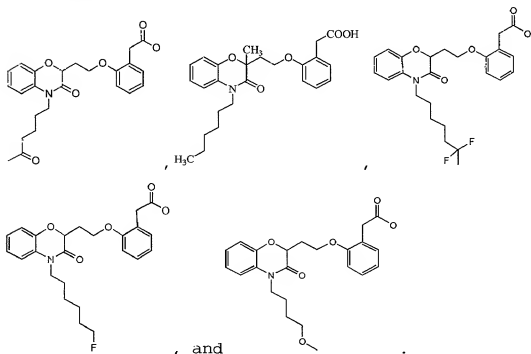
25 8. A compound of Claim 7 wherein

A is $\text{C}_1\text{-C}_6$ alkyl or aryl, said $\text{C}_1\text{-C}_6$ alkyl or aryl being optionally substituted with one or more

members selected from the group consisting of halogen, OH, aryl, C₃-C₈ cycloalkyl, C₁-C₁₀ alkyl substituted with a halogen, C₁-C₁₀ alkyl ether, heterocyclyl, carbonyl, oxime, -C(NNR³R⁴)R¹, -COOR¹, -CONR¹R², -OC(O)R¹, -OC(O)OR¹, -OC(O)NR¹R², -NR¹R², -NR³C(O)R¹, -NR³C(O)OR¹, and -NR³C(O)NR¹R²; and

G is selected from -COOR¹, -CONR¹R², -CF₃, , -P(O)(OR¹)(OR²), -S-R⁸, and .

9. A compound of Claim 1 which is selected from



10. A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

11. A method of treating a subject suffering from a disorder in glucose and lipid metabolism, which comprises

administering to the subject a therapeutically effective amount of a compound of Claim 1.

12. A method of inhibiting in a subject the onset of a disorder in glucose and lipid metabolism, which comprises administering to the subject a prophylactically effective dose of a compound according to Claim 1.

13. A method of Claim 11 or 12 wherein said disorder is a condition of reduced insulin sensitivity.

14. A method of Claim 13 wherein said condition of reduced insulin sensitivity is Non-Insulin Dependant Diabetes Mellitus.

15. A method of Claim 11 or 12 wherein said disorder is selected from Non-Insulin Dependant Diabetes Mellitus, obesity, nephropathy, neuropathy, retinopathy, atherosclerosis polycystic ovary syndrome, ischemia, hypertension, stroke, and heart disease.

16. A method of Claim 15 wherein said condition is Non-Insulin Dependant Diabetes Mellitus.

17. A method of Claim 15 wherein said condition is obesity.

18. A method of Claim 15 wherein said condition is hypertension.

19. A process for making a pharmaceutical composition comprising mixing any of the compounds according to Claim 1 and a pharmaceutically acceptable carrier.